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**IN THE UNITED STATES BANKRUPTCY COURT  
EASTERN DISTRICT OF VIRGINIA  
Richmond Division**

**In re:**

**CIRCUIT CITY STORES, INC., et al.,**

**Debtors,**

)  
) **Chapter 11**  
) **Case No. 08-35653-KRH**  
)  
) **(Jointly Administered)**  
)  
)  
)  
)

**ORDER DENYING MOTION FOR ENTRY OF  
AN ORDER GRANTING ADEQUATE PROTECTION**

Upon the Motion (the “Motion”) of Port Arthur Holdings, III, Ltd. (“Port Arthur”) and 610 & San Felipe, Inc. (“San Felipe”, together with Port Arthur referred to herein as the “Landlords”) pursuant to 11 U.S.C. §§ 365(d)(3) and 363(e) for entry of an order requiring Circuit City Stores, Inc. (the “Debtor”) to adequately protect the interests of the Landlords with respect to two nonresidential real property leases by providing for the assured timely payment of certain real estate tax obligations accruing pursuant to the leases, which Motion was filed on March 9, 2009 (D.I. 2483); and it being understood that substantially similar relief to that requested in the Motion was also requested by another group of creditors pursuant to the Motion of Cole CC Taunton MA, LLC, Cole CC Aurora CO, LLC, Cole CC Mesquite TX, LLC and Cole CC Groveland FL, LLC (collectively, the “Cole Landlords”) filed on February 12, 2009 (D.I. 2115); and the Court having

denied the Cole Landlords' requested relief for adequate protection related to 2009 real estate taxes at the Seventh Omnibus Hearing on March 3, 2009 (D.I. 2393); and it being understood that the Debtor and the Landlords have agreed to stipulate that the Motion of the Landlords is substantially similar to the Motion filed by the Cole Landlords, and that the Landlords' Motion should be denied by the Court for the reasons set forth in the Debtors' Objection to the Motion of the Landlords (D.I. 2763) and on the same basis as the Motion of the Cole Landlords; and after due deliberation and sufficient cause appearing therefore, it is hereby **ORDERED, ADJUDGED and DECREED** that

1. The Motion is denied in its entirety.
2. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

DATED: \_\_\_\_\_

UNITED STATES BANKRUPTCY COURT JUDGE

WE ASK FOR THIS:

/s/ David H. Cox

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*Attorneys for Port Arthur Holdings, III, Ltd. and 610 & San Felipe, Inc.*

**Certification of Endorsement Under Local Rule 9022-1**

Pursuant to Local Bankruptcy Rule 9022-1 (C), I hereby certify that the foregoing proposed order has been endorsed by or served upon all necessary parties.

/s/ David H. Cox

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